

CHANGE OF ACCOUNTING PERIOD
Return of Private Foundation

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Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning OCT 1, 2019, and ending DEC 31, 2019

Name of foundation **FRANK FAMILY CHARITABLE FOUNDATION, INC.**
A Employer identification number **46-4055274**

Number and street (or P.O. box number if mail is not delivered to street address) **PO BOX 566780**
Room/suite
B Telephone number **305-790-7281**

City or town, state or province, country, and ZIP or foreign postal code **MIAMI, FL 33256**
C If exemption application is pending, check here ☐ **le**

G Check all that apply:
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **04**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 17,640,858.**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	109,463.	109,463.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-13,630.			
	b Gross sales price for all assets on line 6a 83,634.				
	7 Capital gain net income (from Part I)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	76,866.	71,866.		STATEMENT 2
	12 Total. Add lines 1 through 11	172,699.	181,329.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	20,000.	10,000.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes NOV 17 2020	15,760.	1,357.		0.
	19 Depreciation and depletion				
	20 Occupancy MODERN UT	7,125.	0.		0.
	21 Travel, conferences, and meetings	31,682.	0.		0.
	22 Printing and publications				
	23 Other expenses STMT 5	32,286.	19,628.		12,658.
	24 Total operating and administrative expenses. Add lines 13 through 23	106,853.	30,985.		12,658.
	25 Contributions, gifts, grants paid	509,630.			509,630.
	26 Total expenses and disbursements. Add lines 24 and 25	616,483.	30,985.		522,288.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-443,784.			
	b Net investment income (if negative, enter -0-)		150,344.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		43,367.		
	2	Savings and temporary cash investments		762,156.	46,637.	46,637.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 6	7,870,267.	8,121,011.	13,005,531.
	c	Investments - corporate bonds	STMT 7	468,602.	511,508.	567,690.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other	STMT 8	3,719,872.	3,490,024.	4,021,000.
14		Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		12,864,264.	12,169,180.	17,640,858.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		53,727.	60,852.	
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 9)		38,810.	135,827.	
	23	Total liabilities (add lines 17 through 22)		92,537.	196,679.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐					
	and complete lines 24, 25, 29, and 30.					
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ ☒					
	and complete lines 26 through 30.					
	26	Capital stock, trust principal, or current funds		16,696,773.	16,696,773.	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
Net Assets or Fund Balances	28	Retained earnings, accumulated income, endowment, or other funds		-3,925,046.	-4,724,272.	
	29	Total net assets or fund balances		12,771,727.	11,972,501.	
	30	Total liabilities and net assets/fund balances		12,864,264.	12,169,180.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	12,771,727.
2	Enter amount from Part I, line 27a	2	-443,784.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS - PARTNERSHIPS	3	96,869.
4	Add lines 1, 2, and 3	4	12,424,812.
5	Decreases not included in line 2 (itemize) ▶ OTHER CHANGES IN NET ASSTS	5	452,311.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	11,972,501.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 83,634.		93,118.	-13,630.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-13,630.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-13,630.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	887,141.	16,499,263.	.053769
2017	961,041.	16,334,219.	.058836
2016	862,150.	15,669,007.	.055023
2015	993,987.	15,756,981.	.063082
2014	913,436.	16,901,236.	.054046

2 Total of line 1, column (d)	2	.284756
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.056951
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	17,221,572.
5 Multiply line 4 by line 3	5	980,786.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,503.
7 Add lines 5 and 6	7	982,289.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	522,288.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P		
b PARTIAL REDEMPTION OF OAK HILL OPPORTUNITIES FUND		P		
c KINGS PART CAPITAL II B LP - SCHEDULE K-1 LOSS				
d THE FAIRHOLME LP - SCHEDULE K-1 LOSS				
e THE FAIRHOLME LP - DISTRIBUTION IN EXCESS OF BASI				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 28,380.		42,419.	-14,039.
b 55,254.		50,699.	4,555.
c			-700.
d			-11,812.
e			8,366.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-14,039.
b			4,555.
c			-700.
d			-11,812.
e			8,366.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	-13,630.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }		3	N/A

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	3,007.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	3,007.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,007.
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	18,235.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	18,235.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,228.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax ☐ 15,228. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐ FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

2

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► MARY FRANK Telephone no. ► 305-790-7281 Located at ► PO BOX 566780, MIAMI, FL ZIP+4 ► 33256		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ Yes ☒ No If "Yes," list the years ► , , , b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HOWARD FRANK PO BOX 566780 MIAMI, FL 33256	DIRECTOR/PRESIDENT 10.00	0.	0.	0.
MARY FRANK PO BOX 566780 MIAMI, FL 33256	DIRECTOR/VICE PRESIDENT/SE 25.00	0.	0.	0.
JOCELYN WOOLWORTH PO BOX 566780 MIAMI, FL 33256	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,061,668.
b	Average of monthly cash balances	1b	401,161.
c	Fair market value of all other assets	1c	4,021,000.
d	Total (add lines 1a, b, and c)	1d	17,483,829.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,483,829.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	262,257.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,221,572.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	217,043.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	217,043.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	3,007.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,007.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	214,036.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	214,036.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	214,036.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	522,288.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	522,288.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	522,288.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2019)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				214,036.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	75,839.			
b From 2015	219,377.			
c From 2016	90,809.			
d From 2017	155,589.			
e From 2018	137,864.			
f Total of lines 3a through e	679,478.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$	522,288.			
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				214,036.
e Remaining amount distributed out of corpus	308,252.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	987,730.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	75,839.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	911,891.			
10 Analysis of line 9:				
a Excess from 2015	219,377.			
b Excess from 2016	90,809.			
c Excess from 2017	155,589.			
d Excess from 2018	137,864.			
e Excess from 2019	308,252.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN ACADEMY IN ROME 7 EAST 60TH STREET NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	38,250.
ANIMAL RESCUE FUND OF THE HAMPTONS 124 DANIELS HOLE ROAD SOUTHAMPTON, NY 11937	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
COLLINGTON FOUNDATION 10450 LOTTSFORD ROAD MITCHELLVILLE, MD 20721	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
COMMUNITIES IN SCHOOLS 1285 SW 137TH AVENUE, #109 MIAMI, FL 33186	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
FRIENDS OF VENICE MUSIC PROJECT P.O. BOX 401 BERNARDSVILLE, NJ 07924	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	12,500.
Total	SEE CONTINUATION SHEET(S)			509,630.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FUNDING ARTS NETWORK P.O. BOX 331864 MIAMI, FL 33133	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	1,200.
LAFAYETTE COLLEGE 307 MARKLE HALL EASTON, PA 18042	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
LEAGUE OF DREAMS FOUNDATION 1901 CLIFDEN ROAD BALTIMORE, MD 21228	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
NEW WORLD SYMPHONY 500 17TH STREET MIAMI BEACH, FL 33139	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
PARRISH ART MUSEUM 279 MONTAUK HWY WATER MILL, NY 11976	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
SAVE VENICE 1104 LEXINGTON AVENUE, 4C NEW YORK, NY 10075	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
SOLOMON GUGGENHEIM FOUNDATION, PEGGY GUGGENHEIM COLLECTION 1071 FIFTH AVENUE NEW YORK, NY 10128	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	55,575.
SOUTHAMPTON VILLAGE POLICE BENEVOLENT ASSOCIATION P.O. BOX 759 SOUTHAMPTON, NY 11969	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	500.
STONY BROOK FOUNDATION 830 FIREPLACE ROAD EAST HAMPTON, NY 11937	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
TEMPLE JUDEA 5500 GRANADA BLVD CORAL GABLES, FL 33146	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	205,000.
Total from continuation sheets				431,880.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED WAY OF MIAMI DADE 3250 SW 3RD AVENUE MIAMI, FL 33129	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
UNIVERSITY OF RHODE ISLAND 79 UPPER COLLEGE ROAD KINGSTON, RI 02881	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
CONCERT ARTISTS GUILD 135 EAST 57TH STREET 7TH FLOOR NEW YORK, NC 10022	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	1,500.
LUNGEVITY FOUNDATION 228 S WABASH AVE, SUITE 700 CHICAGO, IL 60604	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	520.
UNIVERSITY OF MINNESOTA FOUNDATION 200 SE OAK STREET, #500 MINNEAPOLIS, MN 55464	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
BAPTIST FOUNDATION C/O HEAT HELP CURE, 6855 RED ROAD CORAL GABLES, FL 33143	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	540.
MIAMI FOUNDATION 40 NW 3RD ST #305 MIAMI, FL 33128	N/A	PUBLIC CHARITY	GENERAL OPERATIONS	1,045.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN - ACCT #67004	103,667.	0.	103,667.	103,667.	
PARTNERSHIPS: INTEREST INCOME	5,796.	0.	5,796.	5,796.	
TO PART I, LINE 4	109,463.	0.	109,463.	109,463.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIPS: ORDINARY BUSINESS LOSS	14,271.	14,271.	
PARTNERSHIPS: OTHER INCOME	22.	22.	
RIVERS AVIATION : OTHER REVENUE	10,340.	10,340.	
ADLER KAWA REAL ESTATE FUND III LLC	37,736.	37,736.	
ADLER REAL ESTATE FUND IV, LLC	9,491.	9,491.	
FEDERAL TAX REFUND	5,006.	6.	
TOTAL TO FORM 990-PF, PART I, LINE 11	76,866.	71,866.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	20,000.	10,000.		0.
TO FORM 990-PF, PG 1, LN 16B	20,000.	10,000.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE AND UBI TAXES	14,403.	0.		0.
PARTNERSHIP TAXES PAID ON BEHALF	1,357.	1,357.		0.
TO FORM 990-PF, PG 1, LN 18	15,760.	1,357.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DONOR CULTIVATION ACTIVITIES	12,658.	0.		12,658.
PARTNERSHIPS: OTHER DEDUCTIONS	15,114.	15,114.		0.
PARTNERSHIPS: NET RENTAL REAL ESTATE LOSS	4,514.	4,514.		0.
TO FORM 990-PF, PG 1, LN 23	32,286.	19,628.		12,658.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY INVESTMENTS	8,121,011.	13,005,531.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,121,011.	13,005,531.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS	511,508.	567,690.
TOTAL TO FORM 990-PF, PART II, LINE 10C	511,508.	567,690.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KINGS PARK CAPITAL LLP	COST	371,665.	325,000.
FAO ADLER KAWA #3	COST	1,838,615.	2,278,000.
FAO ADLER KAWA #4	COST	733,464.	750,000.
TJ FUNDING LLC	COST	90,925.	90,000.
RIVERS AVIATION	COST	455,355.	533,000.
THE FAIREHOLME PARTNERSHIP	COST	0.	45,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,490,024.	4,021,000.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CHASE CREDIT CARD PAYABLE	8,101.	5,895.
FAIREHOLME PARTNERSHIP NEGATIVE BASIS TO RECOVER	30,709.	0.
CASH OVERDRAFT	0.	129,932.
TOTAL TO FORM 990-PF, PART II, LINE 22	38,810.	135,827.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARY FRANK
PO BOX 566780
MIAMI, FL 33256

TELEPHONE NUMBER

305-790-7281

FORM AND CONTENT OF APPLICATIONS

1 - 2 PAGE LETTER OF INQUIRY, PROOF OF IRS 501(C)(3) EXEMPTION, PROJECT
DESCRIPTION AND DETAILED BUDGET.

ANY SUBMISSION DEADLINES

MARCH 31 OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO POLITICAL ORGANIZATIONS